

CORPORATE RESOLUTION

THE UNDERSIGNED, being the President of Medford Development Corp., a corporation organized under the laws of the State of New York, DOES HEREBY CERTIFY, that at a special meeting of the Board of Directors of said corporation, duly held on December 23, 2014 at which a quorum of the corporation's Directors were present, acting and duly waived notice of the meeting, the following resolution was duly adopted:

WHEREAS, this corporation is generally not paying its debts as they become due, it is

RESOLVED, that the corporation, be and it hereby is authorized to take such steps as may be necessary to the best interest of the corporation and the general creditors, but not limited to the filing of a petition under Chapter 11 of the Bankruptcy Code, to sign such petitions, affidavits, and plans as may be required in said proceedings, and it is hereby authorized and empowered to retain the firm of MACCO & STERN, LLP as their attorneys in this matter.

IN WITNESS WHEREOF, I have signed the certificate and affixed the corporate seal thereto by order of said Directors.

Dated: Melville, New York  
December, 23, 2014

Medford Development Corp.

By: \_\_\_\_\_

Steve Keshhtgar  
President

STATE OF NEW YORK )  
COUNTY OF SUFFOLK) ss:-

On the 23<sup>rd</sup> day of December, 2014, before me personally came Steve Keshtgar, by me known and who being by me duly sworn, did depose and say that he is the President of Medford Development Corp., a corporation described in and which executed the foregoing certificate, and that he knows the seal of said corporation, that the seal affixed to said certificate is said corporation's seal; that it was so affixed by order of the Board of Directors of said corporation, and that he signed his name thereto by like order.

Sworn to before me  
This 23<sup>rd</sup> day of December, 2014

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MICHAEL J. MACCO  
Notary Public, State of New York  
No. 4781094  
Qualified in Suffolk County  
Commission Expires January 31, 2016